

RECORDATION NO. 24577 FILED

SEP 09 '03

2-33 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



September 4, 2003

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 25, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation  
235 Pine Street, 6<sup>th</sup> Floor  
San Francisco, California 94104

Lessee: Lackawanna Products Corporation  
8545 Main Street  
Clarence, NY 14031

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

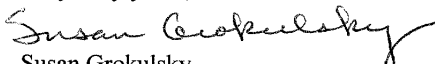
A description of the railroad equipment covered by the enclosed document is two (2) 4750 cubic foot covered hopper cars with car numbers FURX 834180 and FURX 834767.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulska  
Manager of Documentation

Enclosures

(LAPR003)

ASSGN. NO.: LAPR003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25<sup>th</sup> day of August, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, and Lackawanna Products Corporation ("Lessee"), a New York Corporation corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 14, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 2, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION, as MANAGER FOR  
ATEL LEASING CORPORATION

ATTEST:

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
By: [Signature]  
Name: Amy Romo  
Title: Manager of Documentation  
Executed on this 25<sup>th</sup> day of August, 2003.

[CORPORATE SEAL]

RECORDATION NO. 24577 FILED  
SEP 09 '03 2-33 PM

STATE OF ILLINOIS  
COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of August, 2003.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

LACKAWANNA PRODUCTS CORPORATION

ATTEST:

By:

Richard R. Sickler

Name:

Richard R. Sickler

Title:

RAIL TRAFFIC MANAGER

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 15 day of August, 2003.

[CORPORATE SEAL]

STATE OF NEW YORK

COUNTY OF ERIE

I, VITO A. CASULLO, JR, a Notary Public of the County and State aforesaid, certify that RICHARD R. SICKLER personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15 day of August, 2003.

Vito A Casullo Jr  
Notary Public

Commission Expires:

2-29-07

(Notary Public)

**VITO A. CASULLO, JR**  
Notary Public State of New York  
Qualified in Erie County  
My Commission Expires 2-29-07

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars

CAR NUMBERS: FURX 834180, FURX 834767